

Andrew V. Tenzer, Esq.
Leslie A. Plaskon, Esq.
Shlomo Maza, Esq.
Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Tel: (212) 318-6000
Fax: (212) 319-4090
andrewtenzer@paulastings.com
leslieplaskon@paulhastings.com
shlomomaza@paulhastings.com

Attorneys for GACP II, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: :
SEARS HOLDING CORPORATION, *et al.*, :
Debtors.¹ : (Jointly Administered)
----- X

x Hearing Date: December 20, 2018 at 10:00 am (ET)
: Objection Date: December 17, 2018 at 4:00 pm (ET)
: Chapter 11
: Case No. 18-23538-RDD

**NOTICE OF HEARING ON MOTION OF GA CAPITAL FOR ORDER
SHORTENING NOTICE PERIOD WITH RESPECT TO APPLICATION OF
GA CAPITAL FOR ALLOWANCE AND PAYMENT OF FEES AND EXPENSES
PURSUANT TO BANKRUPTCY CODE SECTIONS 503(b)(3)(D) AND 503(b)(4)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that a hearing on the annexed Motion (the “Motion to Shorten”) of GACP II, L.P. (“GA Capital”) for entry of an order, pursuant to Rule 9006(c) of the Federal Rules of Bankruptcy Procedure, shortening the notice period and setting the date and time for a hearing on the *Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section 503(b)(3)(D) and 503(b)(4)* (the “Application”), all as more fully set forth in the Motion to Shorten, will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300 Quarropas Street, White Plains, New York, 10601-4140 (the “Bankruptcy Court”), on **December 20, 2018 at 10:00 a.m. (Prevailing Eastern Time)** (the “Hearing”), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections (“Objections”) to the Motion to Shorten shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Bankruptcy Court, shall be filed with the Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF), to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures* [Docket No. 405] (the “Amended Case Management Order”), so as to be so filed and received no later than **December 17, 2018 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an Objection to the Motion to Shorten is not received by the Objection Deadline, the relief requested shall be deemed

unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing pursuant to the Amended Case Management Order.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

Dated: December 9, 2018
New York, New York

/s/ Andrew V. Tenzer

PAUL HASTINGS LLP
Andrew V. Tenzer, Esq.
Leslie A. Plaskon, Esq.
Shlomo Maza, Esq.
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
andrewtenzer@paulastings.com
leslieplaskon@paulhastings.com
shlomomaza@paulhastings.com

Counsel to GACP II, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : x Hearing Date: December 20, 2018 at 10:00 am (ET)
SEARS HOLDING CORPORATION, *et al.*, : : Objection Date: December 17, 2018 at 4:00 pm (ET)
Debtors.² : : Chapter 11
: : Case No. 18-23538-RDD
: : (Jointly Administered)
----- x

**MOTION OF GA CAPITAL FOR ORDER SHORTENING NOTICE PERIOD
WITH RESPECT TO APPLICATION OF GA CAPITAL FOR ALLOWANCE
AND PAYMENT OF FEES AND EXPENSES PURSUANT TO BANKRUPTCY
CODE SECTIONS 503(b)(3)(D) AND 503(b)(4)**

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

GACP II, L.P. (“GA Capital”) hereby files this motion (the “Motion to Shorten”) for entry of an order, pursuant to Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), shortening the notice period with respect to the *Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4)* (the “Application”), filed contemporaneously herewith. **GA Capital has been advised that the Debtors do not object to the relief requested herein.** In support of the Motion to Shorten, GA Capital respectfully represents as follows:

RELEVANT BACKGROUND

1. The Debtors commenced the Chapter 11 Cases on October 15, 2018 (the “Petition Date”). The Debtors’ cases are being jointly administered for procedural purposes only.
2. No trustee or examiner has been appointed in the Chapter 11 Cases, and on October 24, 2018, the United States Trustee appointed an official committee of unsecured creditors (the “Committee”).
3. At a hearing held on November 27, 2018, the Court approved, on an interim basis, junior DIP financing (the “Cyrus DIP”) provided by Cyrus Capital Partners, LP; the Court entered an interim order in connection with the Cyrus DIP on November 30, 2018.³
4. The Interim Junior DIP Order set December 20, 2018 as the final hearing on the Cyrus DIP.

³ See *Interim Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Modifying the Automatic Stay; (III) Scheduling Final Hearing; and (IV) Granting Related Relief* [Docket No. 951] (the “Interim Junior DIP Order”).

JURISDICTION AND VENUE

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

6. GA Capital respectfully respects entry of an order, substantially in the form attached as **Exhibit A** hereto (the “Proposed Order”), (i) shortening the notice period with respect to the Application, (ii) setting the Application to be heard at the hearing currently scheduled for 10:00 a.m. (ET) on December 20, 2018, and (iii) setting the objection deadline for the Application for 4:00 p.m. on December 17, 2018.

BASIS FOR RELIEF REQUESTED

7. Bankruptcy Rule 9006(c)(1) provides that “the court for cause shown may in its discretion with or without motion or notice order the period [for notice] reduced.” GA Capital submits that cause exists to shorten the notice period as requested herein.

8. As discussed in the Application, GA Capital has incurred significant expenses in connection with negotiating and documenting the Cyrus DIP; these types of expenses are typically paid at the final-approval stage of a DIP financing. Relatedly, hearing the Application on the same day as the Court considers the Cyrus DIP on a final basis makes sense, as it allows all parties in interest, as well as the Court, to have a full understanding of the expenses in connection therewith.

9. Moreover, shortening the notice period will not prejudice any party in interest. GA Capital has agreed to push back the objection deadline, ensuring that all parties in interest have a full seven day objection period. Finally, as noted above, the Debtors do not object to the relief requested herein.

NOTICE

10. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures* [Docket No. 405] (the “Amended Case Management Order”), notice of this Motion to Shorten has been given to the Standard Parties and to the Rule 2002 Parties (as such terms are defined in the Amended Case Management Order). GA Capital submits that, under the circumstances, no other or further notice need be provided.

NO PRIOR REQUEST

11. No prior request for the relief requested herein has been made to this or any other Court.

[Remainder of page intentionally left blank.]

WHEREFORE, GA Capital requests entry of an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and granting such other relief as the Court deems just and proper.

Dated: December 9, 2018
New York, New York

/s/ Andrew V. Tenzer

PAUL HASTINGS LLP
Andrew V. Tenzer, Esq.
Leslie A. Plaskon, Esq.
Shlomo Maza, Esq.
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
andrewtenzer@paulastings.com
leslieplaskon@paulhastings.com
shlomomaza@paulhastings.com

Counsel to GACP II, L.P.